



BYLAWS
OF
STRIKE TEN ENTERTAINMENT

January 19, 2016

ARTICLE I

Offices

1.1 Registered Office. Strike Ten Entertainment (“STE”) shall maintain a registered office within the State of Texas. The Board of Directors may change the location of the registered office from time to time by resolution and by filing a statement of change of registered office with the Texas Secretary of State.

1.2 Address of Registered Agent. STE shall maintain a registered agent in the State of Texas whose business office shall be identical to the registered office of STE. The Board of Directors may change the identity and address of the registered agent of STE from time to time by resolution and by filing a statement of change with the Texas Secretary of State.

ARTICLE II

Purposes of Strike Ten Entertainment

STE is organized and shall be operated exclusively for purposes within the meaning of Section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law (hereinafter the "Code"). Only to the extent consistent with the above general purposes, the specific purposes of STE shall be to promote the sport of bowling and the bowling industry in general by (i) raising public awareness of bowling as a recreational option and (ii) creating programs designed to help bowling centers attract and retain more recreational bowlers. STE may undertake other activities that are consistent with these goals which are permitted for corporations organized under the Texas Non-Profit Corporation Act. Notwithstanding the foregoing STE shall not carry on activities which are not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code.

ARTICLE III

Membership

3.1 Members. The members of STE shall be such persons, corporations, associations and organizations as shall qualify for membership as provided in Section 3.2 hereof.

3.2 Membership, Dues, Rights of Members.

(a) Membership.

(1) General Membership in STE shall be open to all bowling centers who execute STE's standard membership agreement ("Membership Agreement") in such form as the Board of Directors shall determine.

(2) Membership commences with the acceptance of a Membership Agreement and continues until terminated.

(3) Members shall have those Member obligations and Member rights as set forth in the Membership Agreement.

- (b) Dues. There shall be no dues for membership in STE.
- (c) Members Voting. Members shall not have any voting rights.

3.3 Voluntary Withdrawal. Any member may withdraw from STE upon thirty (30) days written notice given by such member to the Secretary of STE stating in substance that such member desires to withdraw from STE. Upon the date so specified (or thirty (30) days following such notice, whichever is later), such member shall cease to be a member of STE and all Member rights and obligations with respect to STE shall terminate except such obligations as shall have accrued prior to the date so specified.

3.4 Suspension and Termination of Membership. The membership in STE of any member may be terminated upon thirty (30) days written notice by the Board of Directors to such Member. On the date specified in the written notice (or thirty days following such notice, whichever is later), all the rights and obligations of such member with respect to STE, except such obligations as shall have accrued prior to such suspension or termination, shall terminate.

3.5 No Transfer of Membership. Membership in STE is not transferable.

3.6 Member Meetings.

(a) Annual Meeting. An annual meeting of the members shall be held at such time and place as determined by the Board of Directors, for the purposes of informing the membership of the activities of STE and for the transaction of such other business as may be decided by the Board of Directors.

(b) Special Meeting. Special meetings of the members, for any purpose or purposes, shall be held whenever called by or at the request of the Chairman or, if a majority of directors of STE delivers to any corporate officer of STE a written demand for a meeting declaring one or more written purposes for which the meeting is to be held.

(c) Notice. Notice of any special meeting shall be given by oral or written notice delivered to each member at least ten (10) but no more than thirty (30) before the date of the meeting, either personally or by mail, by or at the direction of the Chairman or the Secretary of STE, or by any other officer or persons calling the meeting to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of STE, with postage thereon prepaid.

(d) Conduct of Meeting. The Chairman, and in his or her absence, the Vice-Chairman, and in his or her absence any person chosen by the Board of Directors shall call the meeting of the members to order and shall act as chairperson of the meeting, and the presiding officer may appoint any person to act as secretary of the meeting.

ARTICLE IV
Directors

4.1 Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of Texas, the affairs of STE shall be managed by or under the direction of its Board of Directors. The Board of Directors shall have powers, in addition to all other lawfully vested in them, to take, hold and administer, on behalf of STE, real, personal or mixed property and monies, or any interest thereon, and the income therefrom, either absolutely or in trust, for any purpose of STE as described in Article II above. STE may acquire property for such purpose by purchase or lease, and by the acceptance of gifts, grants, bequests, devises or monies or loans.

4.2 Number. The Board of Directors of STE shall be comprised of not more than eleven (11) members. The number of directors may be increased or decreased from time to time by amendment to this Section adopted by the Board of Directors, but no decrease shall have the effect of shortening the term of an incumbent director.

4.3 Election and Term.

(a) Method of Election.

(i) Five (5) of the Directors shall be "Position" Directors, meaning each serves as a result of his/her position with the STE, the BPAA, or the USBC. The Position Directors shall consist of the President of the STE; the President and Executive Director of the BPAA; and the President and Executive Director of the USBC.

(ii) Two (2) of the Directors shall be at-large directors appointed by the BPAA Board.

(iii) One (1) of the Directors shall be an at-large director appointed by the USBC Board.

(iv) Three (3) of the Directors shall be at-large directors appointed by the STE Board.

(b) Term of Office. Directors shall serve for staggered terms of two (2) years. Terms shall begin with the close of the annual meeting at which directors are appointed. Directors shall continue to serve until the close of the annual meeting for the year during which each director's term expires, or until their successors are duly elected. Directors may serve unlimited consecutive terms.

(c) Nominating Committee/At-Large Directors Appointed by STE Board. Not later than February 1st of the year in which the Annual Meeting of STE is held, any person may submit a written statement of interest to the Secretary of the STE, that he/she wishes to be considered as an at-large director of the STE appointed by the STE Board. The Secretary of the STE shall forward all names and statements of interest to the three-person Nominating Committee of the STE Board, which shall be comprised of three STE Board members selected by the Chair of the STE Board, and approved by the STE Board. The Nominating Committee shall recommend at-large director(s) to be appointed by the STE Board prior to the Annual Meeting; the STE Board shall appoint the director(s); and the newly appointed director(s) shall take his/her seat at the Annual Meeting at Bowl Expo.

4.4 Resignation. A director may resign at any time by giving written notice to the Chairman or the Secretary of STE, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Chairman or Secretary of STE, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

4.5 Removal. Any director may be removed from office with or without cause by the affirmative vote of two thirds (2/3) of the directors present at a meeting at which a quorum is present either at a regular meeting or at any special meeting. Reasons for removal include: abstention from 3 or more Board meetings in a given year, lack of sufficient time devoted to STE, or failure to perform their committee assignments or duties under these Bylaws.

4.6 Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of directors, may be filled by the respective appointing authority of the director position which becomes vacant. Should an STE-appointed at-large director vacate his/her seat, the STE Board may fill this seat for the remaining term without action by the Nominating Committee. Each director shall hold office for the unexpired portion of the term such director was elected to fill and until such director's successor is elected, or until such director's death, resignation or removal.

4.7 Annual Meetings. The annual meeting of the Board of Directors shall be held within ninety (90) days following the annual meeting of the BPAA at such location as determined by a majority of the Directors. Notice of the time and place of the meeting shall be given to all board members by the Chairman by mail at least thirty (30) days but no more than ninety (90) days in advance of such meeting.

4.8 Regular Meetings. Except as provided below, regular meetings will be held as the Board of Directors may determine, at the particular time and place designated by the President, with notice being mailed to the Directors at least thirty (30) days in advance. There shall be a minimum of four (4) Regular Board meetings, with the Annual Meeting constituting one of the Regular Board meetings.

4.9 Special Meetings. Special meetings of the Board of Directors, for any purpose or purposes, shall be held whenever called by or at the request of the Chairman or by any five members of the Board of Directors.

4.10 Notices. Notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each director by mail at least thirty (30) days but no more than ninety (90) days in advance of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice of such meeting.

4.11 Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Texas Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or Bylaws of STE, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice and filed with the minutes of the meeting or the corporate records, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.12 Action. At each meeting of the Board of Directors, each director shall be entitled to cast one (1) vote on all matters presented to the Board for its approval. The act of a majority of directors in attendance at a meeting at which a quorum is present shall be the act of the Board, except to the extent that a greater number is required by law, the Articles or these Bylaws. Voting by proxy shall not be permitted.

4.13 Unanimous Consent without Meeting. Any action required or permitted by the Articles of Incorporation, Bylaws or any provision of law to be taken at a meeting or by resolution of the Board of Directors may be taken without a meeting if all the directors shall consent in a writing setting forth such action. Such action by written consent shall have the same force and effect as the unanimous vote of the directors.

4.14 Quorum. One-half (1/2) of the membership of the Board of Directors, excluding vacancies, present in person at any meeting therefore shall constitute a quorum.

4.15 Presumption of Assent. A director of STE who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of STE immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

4.16 Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by an affirmative vote of a majority of the directors present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

4.17 Organization. The Chairman, or in the absence of the Chairman, the Vice-Chairman or, in the absence of the Vice-Chairman, a chairperson chosen by a majority of the directors present, shall act as chairperson at any meeting of the Board of Directors. Robert's Rules of Order, when not inconsistent herewith, shall govern all meetings and proceedings of STE.

4.18 Compensation. Directors shall serve without compensation for their services in such capacity. Notwithstanding the foregoing, directors may be entitled to reimbursement for reasonable expenses incurred by virtue of and in furtherance of their responsibilities as directors, but only if and to the extent agreed upon in advance by the board, and only if supported by timely and thorough documentation of such expenses.

4.19 Committees. The Board of Directors may establish committees as it shall deem appropriate for the conduct of the business of STE; provided, however, that any such committee shall include at least two (2) directors of STE, along with such additional individuals as the board may determine. The board annually shall designate the members of all committees and shall appoint a chairperson for each such committee. Committee members shall serve at the pleasure of the board.

4.20 Meetings by Telephone or Other Communication Technology. Any action required or permitted by the Articles of Incorporation, these Bylaws or any provision of law to be taken by the Board of Directors or a committee of the Board of Directors at a meeting or by a resolution may be taken in a meeting through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors.

4.21 Director Conflicts of Interest.

(a) Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter considered by the Board of Directors.

(b) No contract or other transaction between STE and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or has a material financial interest shall be either void or voidable: (i) because of such relationship or interest, or (ii) because such director or directors are present at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or (iii) because such director's or directors' votes are counted for such purpose; provided that:

(1) either:

(i) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(2) the contract or transaction is fair and reasonable to STE.

Interested Directors shall abstain from voting on the matter but may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

(c) The Board of Directors may adopt a separate Conflicts of Interest Policy. Such a Policy may include disclosure provisions which conform to Section 4.21(b) above. Alternatively, such a Policy may require greater disclosure than as required by Section 4.21(b) above, and, in addition, may impose voting restrictions and/or establish strict criteria for Board approval of such contracts or transactions. In no event, however, shall a Conflicts of Interest Policy call for less disclosure and/or be less burdensome than as set forth in Section 4.21(b) above.

ARTICLE V Officers

5.1 Selection, Term, Resignation and Removal of Officers.

(a) Officers. The officers of STE shall consist of a Chairman, President, Vice Chairman, Secretary and a Treasurer. The Treasurer position shall be ex-officio; the person does not have to be an STE Board member; and the person shall be appointed by the STE Board annually. Any two or more offices may be held by the same person. The other officers must be members of the Board of Directors. The President may receive compensation for his services as President as determined by the Board of Directors. All other officers shall serve without compensation.

(b) Election. The initial officers of STE shall be elected by the Board of Directors contemporaneously with the adoption of these Bylaws or as soon thereafter as practicable. Successor officers shall be elected at each annual meeting of the board upon the affirmative vote of a majority of directors present, provided that a quorum exists.

(c) Term. Officers shall serve for a term of two years. Terms shall begin with the close of the annual meeting at which officers are elected. Officers shall continue to serve until the close of the annual meeting at which their term expires, or until their successors are duly elected. Officers may serve consecutive terms in the same office.

(d) Resignation or Removal. Any officer may resign at any time by filing a written resignation with the Secretary. Any officer may be removed, with or without cause, upon the affirmative vote of at least two-thirds (2/3) of those directors present at a meeting at which a quorum exists.

(e) Vacancy. In case of a vacancy in any officer position, by resignation or for any other reason, the Board of Directors shall fill such vacancy for the unexpired portion of the term.

5.2 Duties.

(a) Chairman. The Chairman shall preside at all meetings of the Board of Directors, and shall perform all business and duties customarily pertaining to the office of the Chairman and such other duties as he or she may be directed to perform by resolution or majority vote of the Board of Directors.

(b) President. The President shall be the lead position of STE with sole responsibility for day-to-day operations of STE and implementation of those programs and operations which meet the goals of STE as set forth by the Board of Directors. The primary job responsibilities of the President shall be set forth in a President Job Description, which Job Description shall be attached to these Bylaws and updated by the Board of Directors from time to time.

(c) Vice Chairman. The Vice Chairman shall exercise all the powers, authority and duties of the Chairman during the absence or disability of the Chairman and shall perform such other responsibilities as may be directed by the Chairman or the Board of Directors.

(d) Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Directors in books provided for that purpose, and such other books and papers as the Board of Directors may direct. The Secretary shall attend to the giving and serving of notices of all meetings of the Board of Directors and otherwise. The Secretary shall perform such additional duties connected with the operation of STE customarily pertaining to the office of Secretary or as directed by the Chairman or the Board of Directors.

(e) Ex-Officio Treasurer. The Treasurer shall receive and deposit all funds of STE in the depository institution or institutions selected by the Board of Directors, which funds shall be withdrawn only by checks or orders executed in the name of STE by the Treasurer or the Chairman (or subordinates under their direction and control). The Treasurer shall also account for all receipts, disbursements and balance on hand and report regarding the same when and as requested by the Chairman or Board of Directors. The Treasurer shall perform such additional duties connected with the operation of STE customarily pertaining to the office of Treasurer or as directed by the Chairman or the Board of Directors.

ARTICLE VI

Indemnification of Officers, Directors, and Others

6.1 Mandatory Indemnification. STE shall to the maximum extent permitted under the Texas Corporation law, as amended from time to time, indemnify and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to STE; or is or was serving at the request of STE as a director, officer, employee or agent of any committee unless liability was incurred because the director or officer breached or failed to perform a duty that he or she owes to STE and the breach or failure to perform constitutes any of the following:

(a) A willful failure to deal fairly with STE or its members in connection with a matter in which the director or officer has a material conflict of interest;

(b) A violation of the criminal law, unless the director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;

(c) A transaction from which the director or officer derived an improper personal profit or benefit; or

(d) Willful misconduct.

Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person. Nothing in this Section shall require or establish any obligation to indemnify (i) any employee or staff of STE, as to or related to any claim, action or matter including but not limited to claims or actions arising from or related to employment, contract or termination in which such individual or individuals are adverse parties to or otherwise adverse to the Board of Directors of STE, or (ii) any firm or organization which supplies staff or staff assistance to STE.

6.2 Supplementary Benefits. STE may supplement the right of indemnification under Section 6.1 by one or more of the purchase of insurance, indemnification agreements and advances for related expenses of any person indemnified.

ARTICLE VII

Fiscal Year

The fiscal year of STE shall be the calendar year.

ARTICLE VIII

Corporate Seal

STE shall have no corporate seal.

ARTICLE IX

Contracts and Instruments; Bank Accounts; Checks and Drafts; Loans; Securities

9.1 Budget. The Board of Directors shall approve an annual budget for STE by a 2/3 vote at each Annual Meeting.

9.2 Execution of Contracts and Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of STE, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent or employee shall have any power or authority to bind STE by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount. Notwithstanding the foregoing, approval by a majority of the Board of Directors shall be required for any contract to be entered into by STE in which STE will either expend or receive more than \$10,000.

9.3 Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or any officer or officers, agent or agents of STE to whom such power may be delegated from time to time by the Board.

9.4 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances and other evidences of indebtedness issued in the name of STE shall be signed by such officer or officers, agent or agents, of STE, and in such manner as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of STE in any of its duly authorized depositories may be made without counter-signature, by the Chairman or the Treasurer or any Assistant Treasurer, or by any other officer or agent of STE to whom the Board of Directors, by resolution, shall have delegated the power.

9.5 Loans. No loans shall be contracted on behalf of STE and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or director of STE, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the Chairman or, in the case of the Chairman, as determined by the Board of Directors.

ARTICLE X

Amendments

10.1 By the Board of Directors. STE's Articles of Incorporation and/or these Bylaws may be altered amended or repealed by a vote of two-thirds (2/3) of the Board of Directors then serving at any regular meeting or at any special meeting called for the purpose of altering, amending or repealing the Articles of Incorporation or these Bylaws.

10.2 Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE XI

Dissolution

In the event of dissolution of STE, the Board of Directors shall after paying or making provision for the payment of all of the liabilities of STE, dispose of all of the assets exclusively, in such manner as the Board of Directors shall determine, to organizations described in Section 501(c)(6) or Section 501(c)(3) of the Code.